

DAVIS DR JAMES A  
Form 4  
July 03, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAVIS DR JAMES A

2. Issuer Name and Ticker or Trading Symbol  
FIRST NATIONAL CORP /VA/ [FXNC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
112 WEST KING STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/29/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

STRASBURG, VA 22657  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)                                    | Price |   |  |                                   |
| Common Stock                    | 06/29/2012                           |  | X                              | V   | 5,167 | A \$ 4 10,335.076   | D  |                                   |
| Common Stock                    | 06/29/2012                           |  | X                              |   | 300   | A \$ 4 616.9298   | I  | Custodial Acct FBO BJD            |
| Common Stock                    | 06/29/2012                           |  | X                              |   | 300   | A \$ 4 455.8672   | I  | Custodial Acct FBO FED            |
| Common Stock                    | 06/29/2012                           |  | X                              |   | 300   | A \$ 4 481.8444   | I  | Custodial Acct FBO JHD            |

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|              |            |  |   |     |   |      |          |   |                        |
|--------------|------------|--|---|-----|---|------|----------|---|------------------------|
| Common Stock | 06/29/2012 |  | X | 300 | A | \$ 4 | 616.9298 | I | Custodial Acct FBO LBD |
| Common Stock | 06/29/2012 |  | X | 300 | A | \$ 4 | 616.9298 | I | Custodial Acct FBO SBD |
| Common Stock | 06/29/2012 |  | X | 300 | A | \$ 4 | 575.3655 | I | Custodial Acct FBO AGD |
| Common Stock | 06/29/2012 |  | X | 300 | A | \$ 4 | 455.8672 | I | Custodial Acct FBO THD |
| Common Stock | 06/29/2012 |  | X | 300 | A | \$ 4 | 455.8672 | I | Custodial Acct FBO CLL |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Subscription Rights <sup>(1)</sup>         | \$ 4   | 06/29/2012                           |  | X                              | 5,167   | 05/04/2012   | 06/29/2012  | Common Stock               | 5,167 |
| Subscription Rights <sup>(1)</sup>         | \$ 4   | 06/29/2012                           |  | X                              | 300   | 05/04/2012   | 06/25/2012  | Common Stock               | 300   |
| Subscription Rights <sup>(1)</sup>         | \$ 4   | 06/29/2012                           |  | X                              | 300   | 05/04/2012   | 06/25/2012  | Common Stock               | 300   |
|  | \$ 4   | 06/29/2012                           |  | X                              | 300   | 05/04/2012   | 06/25/2012  |                            | 300   |

|                                |      |            |   |     |            |            |  |              |     |
|--------------------------------|------|------------|---|-----|------------|------------|--|--------------|-----|
| Subscription Rights <u>(1)</u> |      |            |   |     |            |            |  | Common Stock |     |
| Subscription Rights <u>(1)</u> | \$ 4 | 06/29/2012 | X | 300 | 05/04/2012 | 06/25/2012 |  | Common Stock | 300 |
| Subscription Rights <u>(1)</u> | \$ 4 | 06/29/2012 | X | 300 | 05/04/2012 | 06/25/2012 |  | Common Stock | 300 |
| Subscription Rights <u>(1)</u> | \$ 4 | 06/29/2012 | X | 300 | 05/04/2012 | 06/25/2012 |  | Common Stock | 300 |
| Subscription Rights <u>(1)</u> | \$ 4 | 06/29/2012 | X | 300 | 05/04/2012 | 06/25/2012 |  | Common Stock | 300 |
| Subscription Rights <u>(1)</u> | \$ 4 | 06/29/2012 | X | 300 | 05/04/2012 | 06/25/2012 |  | Common Stock | 300 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DAVIS DR JAMES A<br>112 WEST KING STREET<br>STRASBURG, VA 22657 | X             |           |         |       |

## Signatures

M. Shane Bell, by Power of  
Attny

07/03/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Subscription rights distributed to holders of common stock, par value \$1.25 per share, of First National Corporation (the "Company") as of the close of business on May 4, 2012, to purchase shares of the Company's common stock at a subscription price of \$4.00 per share (the "Rights Offering") by exercising the basic subscription rights and over-subscription privilege in the Rights Offering. The Rights Offering expired at 5:00 p.m., Eastern Daylight Time, on June 25, 2012 and closed on June 29, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.